

# EXHIBIT B

ASSIGNMENT OF PROOF OF CLAIM


Effective as of the 26<sup>th</sup> day of March, 2009, and FOR VALUE RECEIVED, the receipt and sufficiency of which are acknowledged, the undersigned absolutely sells, delivers, sets over, grants, conveys, assigns, and transfers, without recourse, representation or warranty, except as otherwise expressly set forth in that certain Agreement for Purchase and Sale of Loans dated as of March 26, 2009 by and between the undersigned as Seller and GA SALEM, LLC, a Delaware limited liability company (the "Purchaser"), the Proof of Claim more particularly described on Exhibit A attached hereto (the "Assignment").

To have and to hold this Assignment unto the Purchaser, its successors and assigns forever.

IN WITNESS WHEREOF, the Seller has caused these presents to be duly executed as of the day and year first written above.

PRINCIPAL LIFE INSURANCE COMPANY,  
an Iowa corporation

By: Principal Real Estate Investors, LLC,  
a Delaware limited liability  
company

By:   
Its: STEVEN P. TRAYNOR, Counsel

By:   
Its: Darin L. Bennigsdorf  
Assistant Managing Director  
Special Servicing

**EXHIBIT A**

1. A Proof of Claim for pre-petition amounts dated January 26, 2009 by Principal Life Insurance Company received by Kurtzman Carson Consultants on January 29, 2009 for Circuit City Stores, Inc. for Case No. 08-35653 in the amount of \$81,829.00.

COPY

B 16 (Official Form 10) (12/07)

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

PROOF OF CLAIM

Debtor against which claim is asserted: (Check only <u>one</u> box below)		
<input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653)	<input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659)	<input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665)
<input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654)	<input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660)	<input type="checkbox"/> Maryland MN, LLC (Case No. 08-35666)
<input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655)	<input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661)	<input type="checkbox"/> Patapiscu Designs, Inc. (Case No. 08-35667)
<input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656)	<input type="checkbox"/> Qibyx Electronics, LLC (Case No. 08-35662)	<input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668)
<input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657)	<input type="checkbox"/> Kliner Technology, LLC (Case No. 08-35663)	<input type="checkbox"/> XSShuff, LLC (Case No. 08-35669)
<input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658)	<input type="checkbox"/> Courchevel, LLC (Case No. 08-35664)	<input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)

NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(c).

Name of Creditor (the person or other entity to whom the debtor owes money or property):  
**Principal Life Insurance Company f/k/a Principal Mutual Life Insurance Company**

☐ Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent:

Lauren Lohrigan Taylor, Esquire  
Matthew E. Hoffman, Esquire  
Diane Morris LLP  
30 South 17th Street  
Philadelphia, PA 19103-4196  
Telephone: 215-979-1503/1524  
Facsimile: 215-989-4434/4242

Dennis Ballard, Esquire  
Principal Life Insurance Company  
801 Grand Avenue  
Des Moines, IA 50332-0901  
Telephone: 515-247-7445  
Facsimile: 515-498-9527

Court Claim Number:  
(If known)

Filed on: \_\_\_\_\_

Name and address where payment should be sent (if different from above):

Telephone number: \_\_\_\_\_

1. Amount of Claim as of Date Case Filed:

See attached

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. Basis for Claim: See attached  
(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: \_\_\_\_\_

3a. Debtor may have scheduled account as: \_\_\_\_\_  
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other  
Describe: \_\_\_\_\_

Value of Property: \$ \_\_\_\_\_ Annual Interest Rate: \_\_\_\_\_%

Amount of arrearage and other charges as of time case filed included in secured claim:

If any: \$ \_\_\_\_\_ Basis for perfection: \_\_\_\_\_

Amount of Secured Claim: \$ \_\_\_\_\_ Amount Unsecured: \$ \_\_\_\_\_

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain: \_\_\_\_\_

Date:

1/26/09

Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

**Darin Bennigsdorf**  
Assistant Managing Director - Special Servicing

FOR COURT USE ONLY

RECEIVED

JAN 29 2009

KURTZMAN & SONS CONSULTANTS

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 1571.

**ADDENDUM TO PROOF OF CLAIM OF PRINCIPAL LIFE INSURANCE COMPANY  
F/K/A PRINCIPAL MUTUAL LIFE INSURANCE COMPANY**

1. This is an addendum to and part of the attached Proof of Claim of Principal Life Insurance Company f/k/a Principal Mutual Life Insurance Company ("Principal" or the "Claimant") for a certain property located on South Broadway<sup>1</sup> in Salem, New Hampshire 03079 (the "Property") filed against Circuit City Stores, Inc. ("Circuit City" or the "Debtor," and collectively, with one or more of its affiliates, the "Debtors") in its chapter 11 bankruptcy case (the "Case") pending in the United States Bankruptcy Court for the Eastern District of Virginia.

2. Principal is an Iowa corporation having its principal place of business located at 711 High Street, Des Moines, Iowa 50392-0100.

3. Circuit City is a corporation headquartered in the Commonwealth of Virginia, with an address of 9950 Mayland Drive, Richmond, Virginia.

**FACTUAL BACKGROUND**

4. On November 10, 2008 (the "Petition Date"), each of the Debtors filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia.

5. Prior to the Petition Date, Circuit NH Corp, as successor in interest to Circuit Investors #5 – Salem Limited Partnership (the "Lessor"), as lessor, and Circuit City entered into a lease dated June 30, 1993 for the Property and known as the Debtors' store number 4120 (the "Lease").

6. Pursuant to that certain Assignment of Leases and Rents dated June 30, 1993 by and between the Lessor and Principal (the "Assignment of Leases and Rents"), the Lessor assigned all of its right, title and interest in the Property under the Lease to Principal. The

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1 The legal description of the Property is attached to the Lease (as defined herein).

Assignment of Leases and Rents was recorded on July 9, 1993 with the Rockingham County Registry of Deeds in Book 2993, Page 3024.

7. Pursuant to the Lease, Circuit City is required to pay, *inter alia*, (i) basic rent, plus (ii) additional rent including, without limitation, Circuit City's share of common area maintenance expenses, real estate charges, utilities, and insurance.

8. As of the date hereof, the Debtors have not rejected or assumed the Lease.

**THE CLAIM**

9. As of the Petition Date, Circuit City was indebted to the Claimant on account of its obligations under the Lease, for the following amounts:

Rent (11/1/08-11/9/08)	\$10,680.00
Rent (10/1/08-10/31/08)	\$35,600.00
Taxes	\$35,549.00
<b>TOTAL:</b>	<b>\$81,829.00</b>

10. Accordingly, the Claimant files this Claim as an unsecured claim for the amounts set forth above (without waiver of and expressly preserving Claimant's right to have such claims be treated and paid as administrative expenses); and as a contingent, unliquidated claim for all such additional amounts that are or may become due and owing under the Lease as of the date of rejection or assumption (or assumption and assignment) of the Lease. This Claim is separate from and in addition to any and all other proofs of claim filed by Claimant in the Debtors' cases.

**RESERVATION OF RIGHTS**

11. Notwithstanding anything contained in the Proof of Claim, Claimant expressly reserves and preserves all of the rights and remedies available to it under the Bankruptcy Code, including, without limitation, its rights (a) to amend and/or supplement this proof of claim and/or file additional claims (i) for administrative expenses; (ii) for interest, attorneys' fees and costs to

the extent provided under the Lease and permitted by applicable law; (iii) arising from any default, rejection, assumption or assumption and assignment of the Lease; and (iv) any other claims that the Claimant may have against the Debtors; and (b) to estimate the Claim and assert additional claims if the Claim is estimated and/or liquidated.

12. Claimant also expressly reserves the right to amend and/or further supplement this Proof of Claim to include additional amounts and/or contingent or unliquidated claims that Claimant may have against Circuit City relating to or incidental to Circuit City's obligations under and pursuant to the Lease or for any other reason.

13. The filing of this Proof of Claim is not intended to, nor should it be construed as, (a) an election of remedies; (b) a waiver of any past, present or future default or event of default; (c) a waiver or limitation of Claimant's rights or defenses; or (d) a waiver of Claimant's claims against the Debtors or any of the Debtors' subsidiaries or affiliates.

14. This Claim is filed as a separate Claim from other claims that may be filed by or on behalf of Claimant or any of its affiliates against the Debtors and does not replace or supersede such other Claims.

#### NOTICES

15. All notices to Claimant relating to this Proof of Claim should be sent to Claimant as follows:

Lauren Lonergan Taylor, Esquire  
Matthew E. Hoffman, Esquire  
Duane Morris LLP  
30 South 17th Street  
Philadelphia, PA 19103-4196  
Telephone: 215.979.1503/1524  
Facsimile: 215.689.4434/4922

and

Dennis Ballard, Esquire

Principal Life Insurance Company  
801 Grand Avenue  
Des Moines, IA 50392-0301  
Telephone: 515.247.7445  
Facsimile: 866.496.6527

16. As the Lease and other documents which evidence the claim detailed herein are voluminous, they are not attached to this Proof of Claim. Copies of such documents will be provided upon request and upon consent thereto by the Debtors.